

Exhibit "H"

O'MELVENY & MYERS LLP
1625 Eye Street, NW
Washington, DC 20006
(202) 383-5300
Robert A. Siegel (RS 0922)
Tom A. Jerman (TJ 1129)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | X | |

**CERTIFICATION OF TOM A. JERMAN WITH RESPECT TO SECOND INTERIM
APPLICATION OF O'MELVENY & MYERS LLP FOR ORDER AUTHORIZING AND
APPROVING COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Tom A. Jerman, hereby certify that:

1. I am an attorney at law admitted to practice pro hac vice before this Court and a partner in the law firm of O'Melveny & Myers LLP ("O'Melveny"), special labor counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors, and debtors-in-possession in the above-captioned case (collectively, the

"Debtors"). If called as a witness, I could and would competently testify as to matters set forth in this certification.

2. I am the professional designated by O'Melveny in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "UST Guidelines"), and the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, filed on November 4, 2005, as supplemented (the "Interim Compensation Order," collectively with the Local Guidelines and the UST Guidelines, the "Guidelines").

3. This certification is made in respect of the Second Interim Application of O'Melveny & Myers LLP For Order Authorizing and Approving Compensation And Reimbursement of Expenses ("Second Interim Application") for interim compensation and reimbursement of expenses for the period commencing February 1, 2006 through and including May 31, 2006 (the "Second Interim Period") in accordance with the Guidelines.

4. In respect of section B.1 of the Local Guidelines, I certify that:
- a. I have read the Application;
 - b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines;
 - c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by O'Melveny and generally accepted by O'Melveny's clients; and
 - d. in providing a reimbursable service, O'Melveny does not make a profit on that service, whether the service is performed by O'Melveny in-house or through a third party.

5. In respect of section B.2 of the Local Guidelines, I certify that O'Melveny has provided monthly statements of O'Melveny's fees and disbursements by serving monthly statements in compliance with the Interim Compensation Order.

6. In respect of section B.3 of the Local Guidelines, pursuant to the Interim Compensation Order, I certify that notice of the filing of this Second Interim Application has been provided to all parties who have filed a notice of appearance with the Clerk of this Court and requested notice of pleadings in these chapter 11 cases. In addition, in accordance with the Interim Compensation Order, the Second Interim Application in its entirety has been served on the following parties: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: David Sherbin, Esq.), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Marissa Wesley, Esq.), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican, Esq.), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg), (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), and (vii) the members of the Delphi Fee Review Committee. In light of the nature of the relief requested, the Debtors submit that no other or further notice is required.

DATED: July 31, 2006

TOM A. JERMAN (TJ 1129)
O'MELVENY & MYERS LLP

By /s/ Tom A. Jerman
Tom A. Jerman
Attorney for Delphi Corporation,
et al., Debtors and Debtors-in-
Possession